RECORDATION NO. 17039-FLED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL

URBAN A LESTER

Suite 301 Washington, D.C.

20036

ALVORD AND ALVORD ATTORNEYS AT LAW 1050 SEVENTEENTH STREET, N.W.

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June 17, 2009

FLIAS C. ALVORD (1942)

ELLSWORTH C ALVORD (1964)

Anne K. Quinlan, Esq. Acting Secretary Surface Transportation Board 395 "E" Street, S.W. Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Lease Termination, dated as of June 17, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Rec. Nos. 17039.

The names and addresses of the parties to the enclosed document are:

Lessee:

Union Pacific Railroad Company

1416 Dodge Street Omaha, NE 68179

Lessor:

U. S. Bank National Association,

(as successor to Meridian Trust Company)

225 Franklin Street Boston, MA 02101 Anne K. Quinlan, Esq. June 17, 2009 Page 2

A description of the railroad equipment covered by the enclosed document is:

90 railcars within the series CHTT 500214 - CHTT 500709 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Partial Lease Termination.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

EXECUTION VERSION

RECORDATION NO. 1099 FILE

JIN 17 109

-2 0 0 PM

(UPRR 1990-1)

SURFACE TRANSPORTATION BOARD

PARTIAL LEASE TERMINATION

Dated as of June 17, 2009

between

UNION PACIFIC RAILROAD COMPANY, as Lessee

and

U.S. BANK, NATIONAL ASSOCIATION
(successor to Meridian Trust Company),
not in its individual capacity but solely as Owner Trustec,
as Lessor

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON **EXHIBIT B** ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT, AND ONLY THE EQUIPMENT, DESCRIBED ON **EXHIBIT A** ATTACHED HERETO.

THIS PARTIAL LEASE TERMINATION (this "Agreement"), dated as of June 17, 2009 between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to Meridian Trust Company), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Owner Trustee (the "Owner Trustee" or "Lessor") under the Trust Agreement.

WITNESSETH

WHEREAS, the Lessee and the Owner Trustee have heretofore entered into a Lease Agreement dated as of September 1, 1990 (as supplemented and amended from time-to-time, the "Lease"; capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, Section 4(b) of the Lease provides for the redelivery at the end of the Basic Term of the Hopper Cars; and

WHEREAS, the Lessee provided notice to Lessor dated December 16, 2008, that it has elected to return the Hopper Cars at the end of the Basic Term;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

- 1. The Lessor and the Lessoc hereby acknowledge that effective as of the date hereof, the Lease is hereby terminated and canceled in accordance with its terms with respect to the Hopper Cars referenced in Exhibit A attached hereto (the "Terminated Cars"); provided that nothing contained herein shall affect those provisions of the Lease or the Participation Agreement which are expressly stated to survive such termination.
- 2. The Lessor will give the Lessee no less than two (2) days prior notice of the closing date for the sale of the Terminated Cars (the "Delivery Date"). The Lessee hereby agrees that no later than seven (7) days after the Delivery Date, the Lessee will deliver the Terminated Cars to the Lessec's Interchange Point with Norfolk Southern in Chicago, Illinois (the "Transfer Location") and that the Lessee will be responsible for all costs associated with such move (including any storage costs) prior to tender of the Terminated Cars for delivery at the Transfer Location. The Lessec will give the Lessor no less than two (2) days prior notice of the delivery date for the Terminated Cars at the Transfer Location.
- 3. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.
- 4. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

Title:

I MOINU	'ACIFIC RAILRO	JAD CC	JMPANY,	
as Lessee		4	,	
Ву:	/ an m	(/~	03	
Name:	Gary W. Grosz			
Title:	Assistant Treasu	ırer		
(successo	NK, NATIONAL arto Meridian Trus s individual cap	st Comp	any),	Owner
Ву:				
Name:				•

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

> UNION PACIFIC RAILROAD COMPANY, as Lessee

By:

Name: Gary W. Grosz Title: Assistant Treasurer

U.S. BANK, NATIONAL ASSOCIATION (successor to Meridian Trust Company), not in its individual capacity but solely as Owner Trustee, as Lessor

Name:

Title: Vice President

State of Nebraska)	
County of Douglas) ss	
appeared Gary W. G the Assistant Treasur was executed on be	rosz, to me rer of UNIO chalf of said	personally known, who being by me duly sworn says that he is N PACIFIC RAILROAD COMPANY and that said instrument decorporation by authority of its Board of Directors, and he of the foregoing instrument was the free act and deed of said
(Notarial Seal) A GENERAL NOTARY - SE PAM NE My Comin Exp. (UMAN	Pam Neuman, Notary Public My Commission Expires: Dec. 15, 2010
State of County of)) ss	
says that (s)he is ASSOCIATION (SU instrument was execu	s the JCCESSOR ited on beha	, 2009, before me, a notary public, personally, to me personally known, who being by me duly sworn of U.S. BANK, NATIONAL TO MERIDIAN TRUST COMPANY, N.A.) and that said of said corporation by authority of its Board of Directors, and cution of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of the foregoing instrument was the free act and deed of the company of
(Notarial Scal)		Notary Public
		My Commission Expires:

State of Nebraska) ss	
County of Douglas)	
On this day of, appeared Gary W. Grosz, to me personally know the Assistant Treasurer of UNION PACIFIC RA was executed on behalf of said corporation by acknowledged that the execution of the foregoin corporation.	ILROAD COMPANY and that said instrument y authority of its Board of Directors, and he
(Notarial Seal)	Pam Neuman, Notary Public
	My Commission Expires: Dec. 15, 2010
On this 17 day of June, appeared Nicole Poole to me plays that (s)he is the Vice President association (SUCCESSOR TO MERIDIA instrument was executed on behalf of said corporasible acknowledged that the execution of the foreaid corporation.	of U.S. BANK, NATIONAL N TRUST COMPANY, N.A.) and that said ation by authority of its Board of Directors, and egoing instrument was the free act and deed of
Notarial Seal)	Notary Public My Commission Expires: 10/30/20/2
KENNETH E. HOLBERT, SR. NOTARY PUBLIC State of Delaware My Commission Expires: October 30, 2012	My Commission Expires: 10/30/2012

Exhibit A

EQUIPMENT TO BE RELEASED

<u>Description</u>: Rotary dump hopper cars

Total Quantity of Units to be Released: 90

Mark: CHTT

500214	500424	500581
500216	500425	500585
500220	500436	500592
500229	500438	500596
500234	500444	500597
500235	500460	500600
500242	500468	500602
500243	500469	500605
500261	500470	500614
500264	500473	500619
500271	500478	500622
500275	500493	500629
500280	500499	500632
500294	500508	500634
500298	500510	500646
500304	500513	500649
500308	500517	500653
500313	500527	500659
500317	500533	500669
500328	500538	500670
500336	500541	500671
500342	500542	500672
500345	500545	500674
500349	500549	500675
500363	500552	500684
500379	500554	500693
500386	500572	500698
500387	500575	500701
500412	500578	500704
500420	500580	500709

Exhibit B Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	Filing Date	Recordation Number
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	17039
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-A
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-B
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	17039-C
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

Exhibit B Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	Filing Date	Document <u>Key</u>
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	9752
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9753
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9754
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	9751
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the
District of Columbia, do hereby certify under penalty of perjury that I have compared the
attached copy with the original thereof and have found the copy to be complete and
identical in all respects to the original document.

Dated: 6/17/09

Robert W. Alvord